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IN A SOCIETY WHERE MUTANTS AND FORMER MUTANTS ALIKE FEEL THREATENED BY THE WORLD AROUND THEM, THEY TURN TO THEIR FIRST, BEST LINE OF DEFENSE WHENEVER TROUBLE ARISES: X-FACTOR, THE PRIVATE DETECTIVE AGENCY FOUNDED BY MADROX, THE MULTIPLE MAN.

X-FACTOR

PREVIOUSLY...

GOOD NEWS, BAD NEWS. THE GOOD NEWS IS THAT X-FACTOR HAS SURVIVED ARCADE'S ASSASSINATION ATTEMPT. THE BAD NEWS IS, MUTANT TOWN HASN'T, AS THE MAJORITY OF THE REAL ESTATE HAS BEEN BLOWN TO SMITHEREENS. NOW VAL COOPER AND VARIOUS EMERGENCY TEAMS ARE MOVING IN TO DO DAMAGE CONTROL.

IN OTHER NEWS, PETER'S SIXTEEN-YEAR-OLD DAUGHTER, ARIEL, JUST WENT TO HER JUNIOR PROM, AND LOOKED SMASHING IN A BLUE GOWN. SHE BROUGHT AS HER DATE A SMALL RUBBER DUCK IN A TUXEDO. AND ARIEL'S SISTER, CAROLINE, AGED FIVE, HAS DEVELOPED AN EXPANDING VOCABULARY. THE OTHER DAY PETER WAS DRIVING SOMEWHERE WITH CAROLINE IN THE BACK SEAT, AND A GUY CUT HIM OFF. SLAMMING ON THE BRAKES, PETER YELLED, "SON OF A-!" AND THEN CAUGHT HIMSELF BEFORE COMPLETING THE SENTENCE. CAROLINE, IN THE BACK SEAT, HAPPILY SUPPLIED THE MISSING WORD. QUICKLY PETER SAID, "CAROLINE, YOU CAN'T SAY THAT WORD." "I CAN'T?" SHE SAID. "NO," HE SAID. SHE REPLIED WITH DISAPPOINTMENT, "DAMMIT!" YEAH, THAT FATHER OF THE YEAR AWARD'S SLIPPING AWAY...

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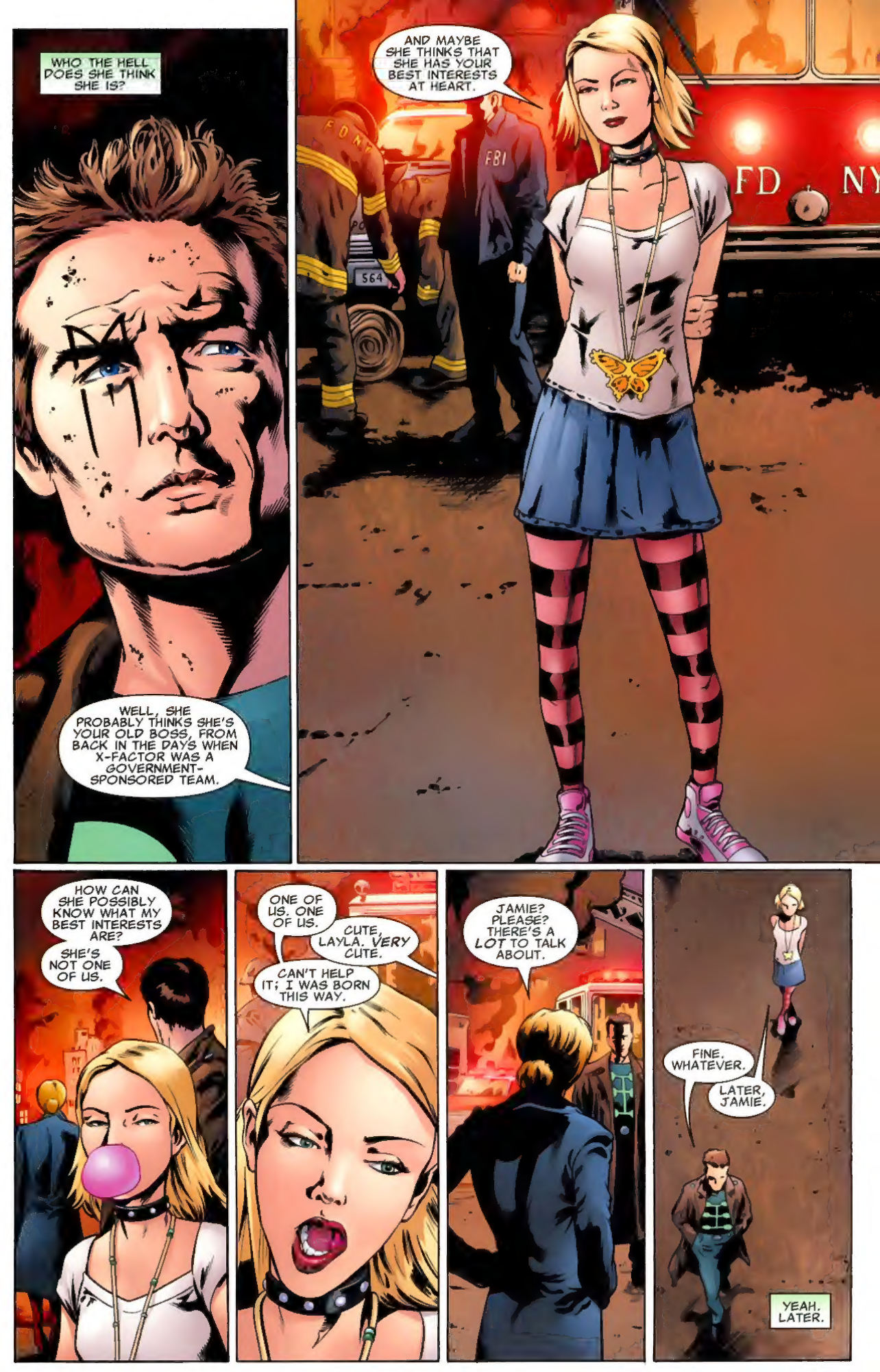
WE HAD SUCH GOOD INTENTIONS.
WE JUST WANTED TO HELP.
WE WEREN'T EVEN ASPIRING TO MAKE THE WORLD A BETTER PLACE; JUST OUR LITTLE PIECE OF IT.
LOOK WHAT'S HAPPENED.
JUST HANG ON, OLD FELLA. I'LL GET YOU SOMEPLACE THAT'LL HELP YOU.
NATHAN, YOUNG FELLA. NATHAN... PATROFSKY.
I KNOW A GUY NAMED NATHAN.
MAYBE WE'RE RELATED.
MY SHIRLEY... SHE WANTED TO MOVE. SAID THERE WAS NOTHING HERE FOR US.
YOUR WIFE?
LATE WIFE.
I'M SORRY.
DON'T APOLOGIZE. WASN'T YOUR FAULT.
A LITTLE HELP HERE!
COLBERT '08 (AND SO CAN YOU!)
SCREW YOU!!
THANKS!
I'M A BURDEN. LEAVE ME.
FUNNY THING ABOUT BURDENS...
THEY CAN BE SHARED.
I KNEW IT WOULD ALL END IN TEARS. I JUST KNEW IT.
YOU'RE A MUTANT! WITH POWERS!
MY, AREN'T YOU A BUDDING HOLMES.
SHUT UP.

IS THAT WHAT THAT TATTOO IS FOR? SOME SORT OF MUTANT PRIDE THING?
WASN'T EXACTLY PRIDEFUL. IT WAS FORCED ON ME.
AH. SO WAS MINE.
THEN I SEE IT. AND I REALIZE...
CONCENTRATION CAMP?
YEAH.
THAT'S WHY I STAYED HERE.
BECAUSE IF WE DON'T STAY TOGETHER...STAY STRONG...WE'LL BE RIGHT BACK IN CAMPS. SHIRLEY, SHE DIDN'T BELIEVE ME...
I DO.
WE CAN'T TRUST THE PEOPLE IN CHARGE. THEY HAVE THEIR OWN AGENDAS.
WE CAN ONLY TRUST EACH OTHER.
NEVER FORGET. IF WE FORGET, IT WILL HAPPEN AGAIN.
THERE'S NO ONE ELSE BUT US... NO ONE...
NATHAN!
NOT TOO MELODRAMATIC, HE FORGOT TO SAY THERE IS ANOTHER SKYWALK--
YEAH, OKAY, YOU'RE DONE!
NATHAN! COME ON, MAN, HOLD ON!
MADROX! IS THAT YOU?
HUH?

OH, THANK GOD. THE CAVALRY.
THE BARRIER THAT ARCADE CREATED AROUND MUTANT TOWN... I THOUGHT IT HAD COLLAPSED, BUT WITH THE SMOKE, THE HAZE... I COULDN'T BE SURE.
BUT, LO AND BEHOLD, HERE THEY ARE...
...WITH VAL COOPER OF O*N*E LEADING THE WAY, AND NARY A SENTINEL IN SIGHT. I GUESS I SHOULD BE FLATTERED.
OR ANNOYED. MAYBE SHE FEELS WE JUST AREN'T A BIG ENOUGH THREAT TO WARRANT A BIG HONKIN' ROBOT.
X-IT STRATEGY
PETER DAVID WRITER
VALENTINE DE LANDRO PENCILER
DREW HENNESSY WITH CRAIG YEUNG INKERS
JEROMY COX WITH CHRIS SOTOMAYOR COLORISTS
VC'S CORY PETIT LETTERER
AUBREY SITTERSON WITH WILL PANZO EDITORS
JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER

SHE DEMANDS ANSWERS. I TELL HER IN QUICK, BROAD STROKES WHAT HAPPENED. SHE LISTENS, NODS, AND ALL SHE SAYS WHEN I'M DONE IS, "I FIGURED IT WAS SOMETHING LIKE THAT."
NOW IF YOU'LL EXCUSE ME, I'M RIDING IN THE AMBULANCE WITH MR. PATROFSKY.
RIGHT, EXCEPT...NOT SO MUCH.
YOU GOTTA BE KIDDING.
AGAIN: NOT SO MUCH.
YOU THINK I CAN'T GET AROUND THESE GUYS?
I THINK YOU DON'T WANT TO ADD "FUGITIVE" TO YOUR RESUME.
FBI
FBI
FBI
WHERE'S THE REST OF YOUR TEAM?
HELPING PEOPLE. THAT'S WHAT WE DO.
YOU MEAN WHEN YOU'RE NOT GETTING THEM KILLED.
THAT'S NOT FAIR--!
I KNOW.
NOW TELL ME IT'S NOT ACCURATE.
AMBULANCE

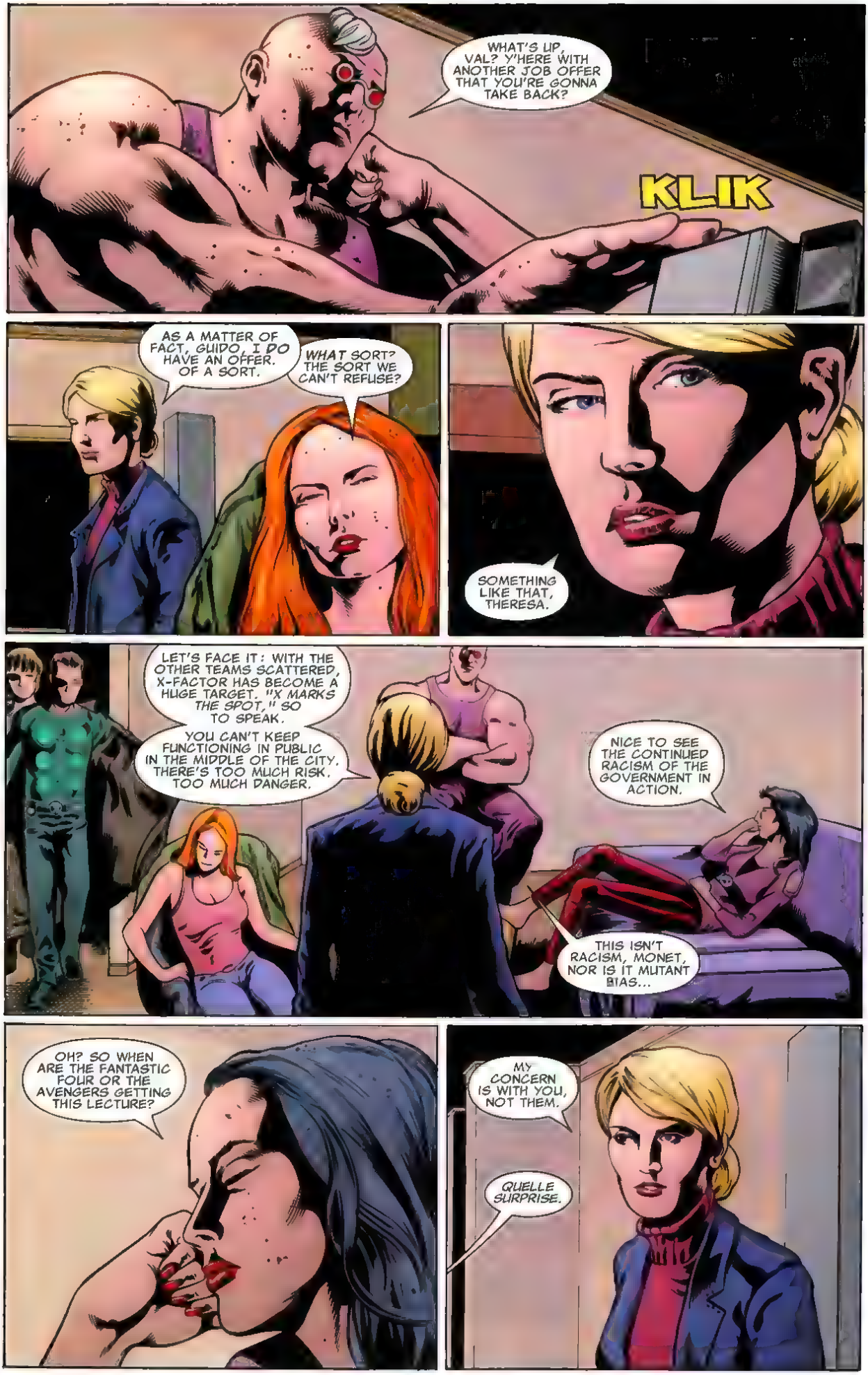
I'M SORRY.
YOU'RE ADMITTING YOU'RE WRONG?
OH, I KNOW I'M RIGHT. BUT I SAID IT JUST TO HURT YOUR FEELINGS, AND THAT WAS BENEATH ME.
F.D.N.Y.
COME ON.
WHERE TO?
YOUR OFFICE. IT'S ONE OF THE FEW BUILDINGS IN THE MIDDLE EAST SIDE THAT'S STILL STANDING.
LUCKY US. BUT WE STILL HAVE PEOPLE TO HELP...
RESCUE SERVICES IS ON IT.
WE MERE HUMANS ARE GETTING GOOD AT HANDLING EMERGENCIES. LORD KNOWS WE'VE HAD PLENTY OF PRACTICE.
NOW PLEASE, JAMIE...FOR ONCE...
...JUST FOR A CHANGE OF PACE...
DON'T BE A JERK.

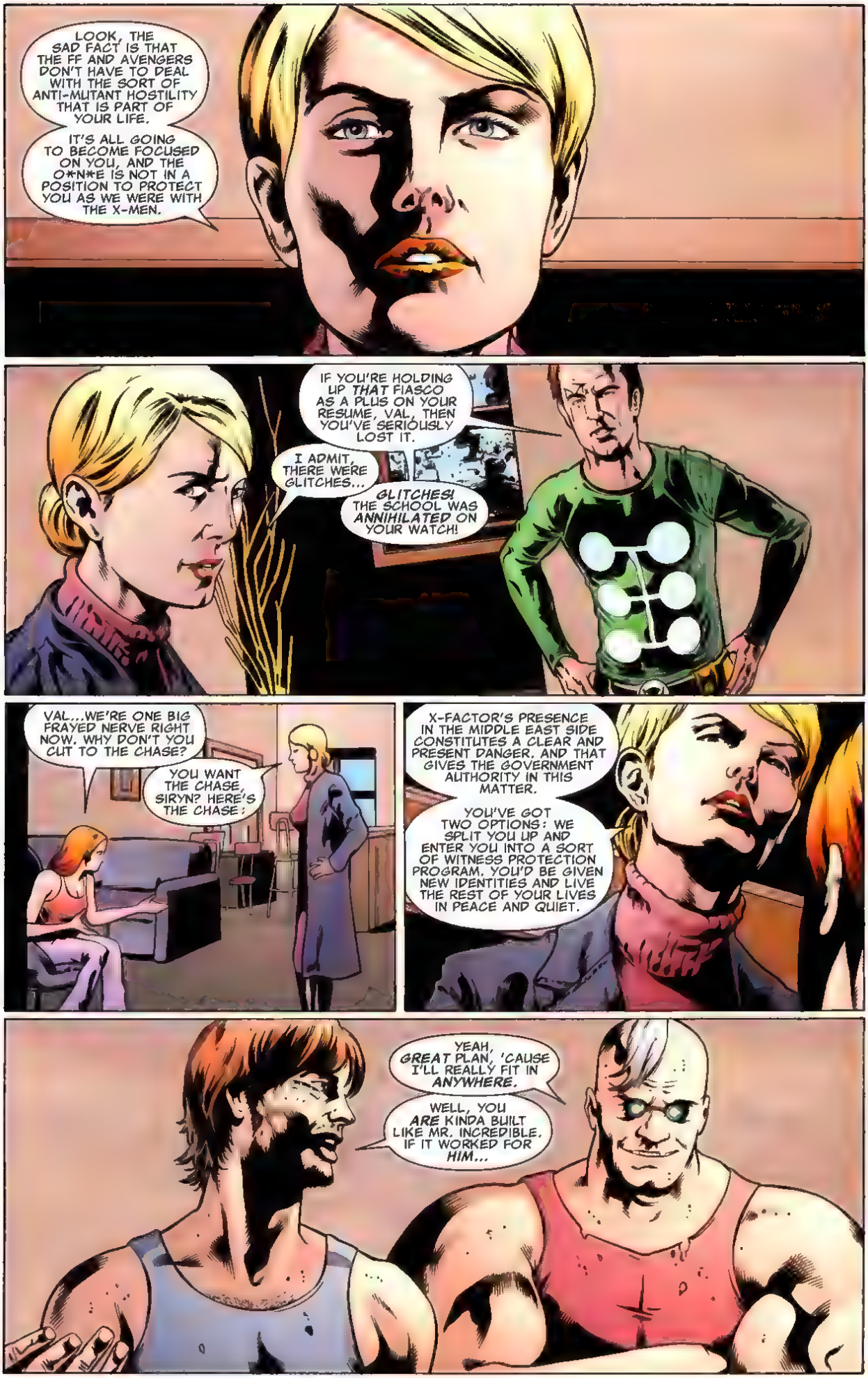

WHO THE HELL DOES SHE THINK SHE IS?
WELL, SHE PROBABLY THINKS SHE'S YOUR OLD BOSS, FROM BACK IN THE DAYS WHEN X-FACTOR WAS A GOVERNMENT-SPONSORED TEAM.
AND MAYBE SHE THINKS THAT SHE HAS YOUR BEST INTERESTS AT HEART.
FBI
564
FD NY
HOW CAN SHE POSSIBLY KNOW WHAT MY BEST INTERESTS ARE?
SHE'S NOT ONE OF US.
ONE OF US. ONE OF US.
CUTE, LAYLA. VERY CUTE.
CAN'T HELP IT; I WAS BORN THIS WAY.
JAMIE? PLEASE? THERE'S A LOT TO TALK ABOUT.
FINE. WHATEVER.
LATER, JAMIE.
YEAH. LATER.

VAL WASN'T KIDDING. WE REALLY *ARE* ONE OF THE FEW BUILDINGS STILL STANDING.
PART OF ME SEES IT SYMBOLICALLY. THAT WE SUPERTYPES GO FROM ONE CRISIS TO ANOTHER, RELATIVELY UNSCATHED, WHILE THE REST OF THE WORLD PAYS THE PRICE.
BUT IT'S PROBABLY LESS THEMATIC THAN THAT.
ARCADE WAS THE ONE WHO PLANTED THE CHARGES. IT MUST HAVE SUITED HIS TWISTED SENSE OF HUMOR TO TRASH EVERYTHING *BUT* OUR HQ.
HELLO? ANYONE HERE--?
I'LL TAKE THAT AS A "YES."

RICTOR? WHAT THE HELL--?
SHE'S AN ANDROID. ANOTHER ONE OF ARCADE'S ANDROIDS.
SHE'S NOT AN ANDROID, RIC.
LOOK AT HER, MAN. CHECK THE HAIR: NOT A STRAND OUT OF PLACE. AND THE EYES. SOULLESS. DEAD INSIDE.
SHE WORKS FOR THE GOVERNMENT.
OKAY, THAT EXPLAINS THE EYES.
WHERE'S EVERYBODY ELSE?
REC ROOM.
THE HAIR STILL CREEPS ME OUT, THOUGH!

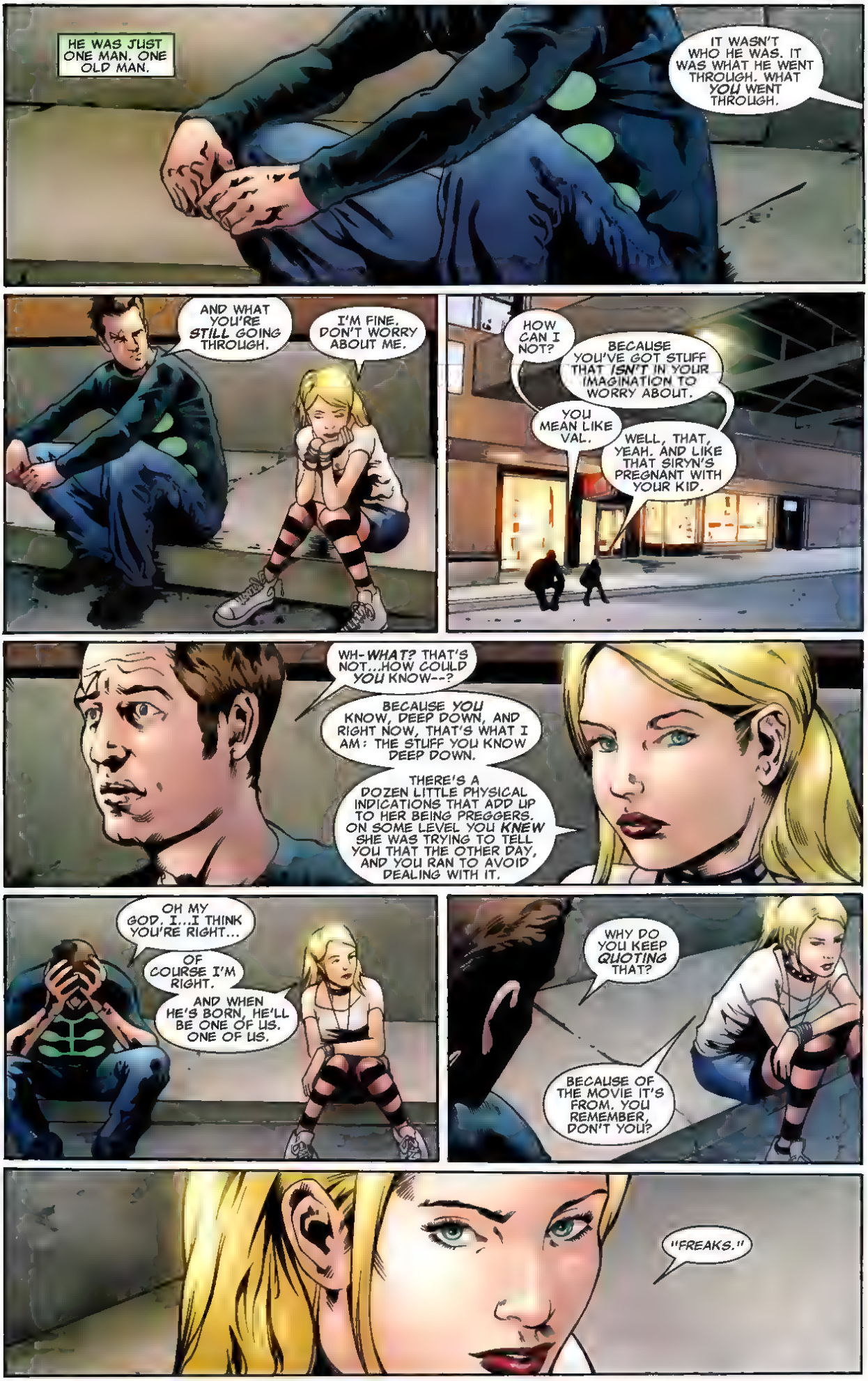
HELLO, X-FACTOR. VAL COOPER OF THE--
OH
BECAUSE YOU HAD A BAD DAY YOU'RE TAKING ONE DOWN, YOU SING A SAD SONG JUST TO TURN IT AROUND...


WHAT'S UP, VAL? Y'HERE WITH ANOTHER JOB OFFER THAT YOU'RE GONNA TAKE BACK?
KLIK
AS A MATTER OF FACT, GUIDO, I DO HAVE AN OFFER. OF A SORT.
WHAT SORT? THE SORT WE CAN'T REFUSE?
SOMETHING LIKE THAT, THERESA.
LET'S FACE IT: WITH THE OTHER TEAMS SCATTERED, X-FACTOR HAS BECOME A HUGE TARGET. "X MARKS THE SPOT," SO TO SPEAK.
YOU CAN'T KEEP FUNCTIONING IN PUBLIC IN THE MIDDLE OF THE CITY. THERE'S TOO MUCH RISK. TOO MUCH DANGER.
NICE TO SEE THE CONTINUED RACISM OF THE GOVERNMENT IN ACTION.
THIS ISN'T RACISM, MONET, NOR IS IT MUTANT BIAS...
OH? SO WHEN ARE THE FANTASTIC FOUR OR THE AVENGERS GETTING THIS LECTURE?
MY CONCERN IS WITH YOU, NOT THEM.
QUELLE SURPRISE.

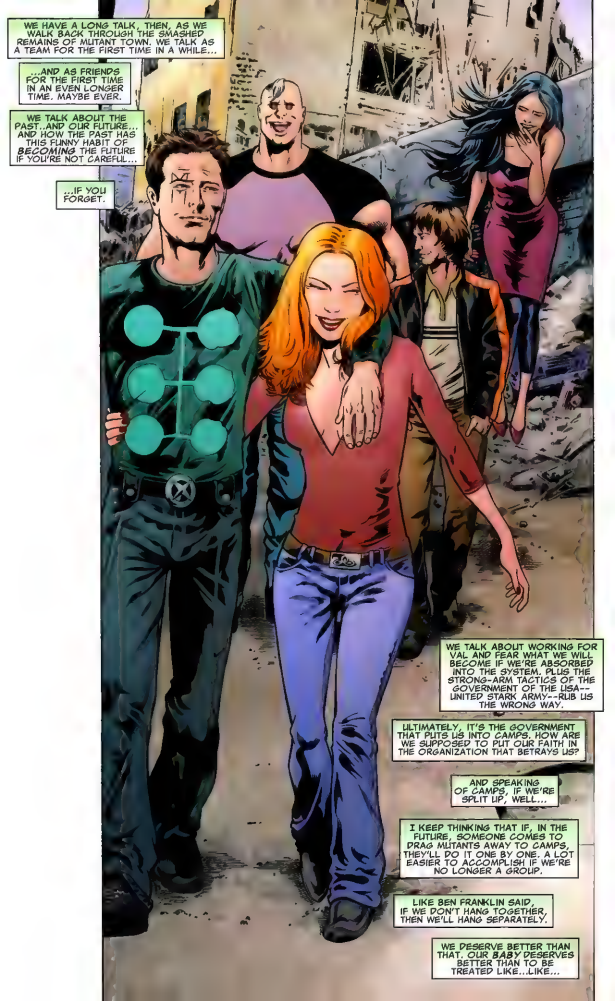

LOOK, THE SAD FACT IS THAT THE FF AND AVENGERS DON'T HAVE TO DEAL WITH THE SORT OF ANTI-MUTANT HOSTILITY THAT IS PART OF YOUR LIFE.
IT'S ALL GOING TO BECOME FOCUSED ON YOU, AND THE O*N*E IS NOT IN A POSITION TO PROTECT YOU AS WE WERE WITH THE X-MEN.
IF YOU'RE HOLDING UP *THAT* FIASCO AS A PLUS ON YOUR RESUME, VAL, THEN YOU'VE SERIOUSLY LOST IT.
I ADMIT, THERE WERE GLITCHES...
GLITCHES! THE SCHOOL WAS *ANNIHILATED* ON YOUR WATCH!
VAL...WE'RE ONE BIG FRAYED NERVE RIGHT NOW. WHY DON'T YOU CUT TO THE CHASE?
YOU WANT THE CHASE, SIRYN? HERE'S THE CHASE:
X-FACTOR'S PRESENCE IN THE MIDDLE EAST SIDE CONSTITUTES A CLEAR AND PRESENT DANGER. AND THAT GIVES THE GOVERNMENT AUTHORITY IN THIS MATTER.
YOU'VE GOT TWO OPTIONS: WE SPLIT YOU UP AND ENTER YOU INTO A SORT OF WITNESS PROTECTION PROGRAM. YOU'D BE GIVEN NEW IDENTITIES AND LIVE THE REST OF YOUR LIVES IN PEACE AND QUIET.
YEAH, *GREAT* PLAN, 'CAUSE I'LL REALLY FIT IN *ANYWHERE.*
WELL, YOU *ARE* KINDA BUILT LIKE MR. INCREDIBLE. IF IT WORKED FOR *HIM*...

THE ALTERNATIVE--
LET ME GUESS: WE JOIN THE INITIATIVE.
OR WORK FOR THE O*N*E, DOING SPECIAL JOBS THAT ONLY PEOPLE WITH YOUR TALENTS COULD HANDLE.
GOVERNMENT STOOGES. COLOR ME NOT INTERESTED.
PUT THIS IN YOUR COLORING BOOK, MS. ST. CROIX: YOUR DADDY ISN'T GOING TO BAIL YOU OUT OF THIS. HE WON'T BE GREASING PALMS, SMOOTHING THINGS OVER LIKE HE DID FOR YOU IN FRANCE...
OR DID YOU THINK WE DIDN'T KNOW ABOUT THAT?
HERE'S THE BOTTOM LINE:
WHAT'S LEFT OF THE MIDDLE EAST SIDE IS GOING TO BE RAZED AND THEN REBUILT INTO HIGH-PRICED CONDOS.
A GENERATION FROM NOW, NO ONE'S EVEN GOING TO REMEMBER THAT THIS AREA USED TO BE CALLED MUTANT TOWN. IT'LL BE AS EXTINCT AS, WELL...
MUTANTS?
I WAS GOING TO SAY THE DODO.
ONE OF US. ONE OF US.
NOT NOW.
FINE. NOT NOW. TWENTY-FOUR HOURS, THEN. I HOPE YOU MAKE THE RIGHT DECISION.

PATROFSKY. NATHAN PATROFSKY. HE WOULD HAVE BEEN BROUGHT HERE...
ARE YOU NEXT OF KIN?
I'M NOT SURE HE *HAD* ANY. LOOK, I JUST WANT TO KNOW HOW HE IS. IF THAT'S A PROBLEM--
I'M AFRAID HE PASSED AWAY.
WHAT? *WHEN?*
HE WAS DOA, ACTUALLY. LUNGS COLLAPSED IN THE AMBULANCE. THEY WEREN'T ABLE TO RESUSCITATE.
I'M SORRY, MISTER...?
MADROX.
IS THAT WHAT THE "M" STANDS FOR?
NO. STANDS FOR "MUTANT."
OH.
WELL, THAT'S, UHM...
OH.
YEAH. "OH."


HE WAS JUST ONE MAN. ONE OLD MAN.
IT WASN'T WHO HE WAS. IT WAS WHAT HE WENT THROUGH. WHAT *YOU* WENT THROUGH.
AND WHAT YOU'RE *STILL* GOING THROUGH.
I'M FINE. DON'T WORRY ABOUT ME.
HOW CAN I NOT?
BECAUSE YOU'VE GOT STUFF THAT *ISN'T* IN YOUR IMAGINATION TO WORRY ABOUT.
YOU MEAN LIKE VAL.
WELL, THAT, YEAH. AND LIKE THAT SIRYN'S PREGNANT WITH YOUR KID.
WH-*WHAT?* THAT'S NOT...HOW COULD *YOU* KNOW--?
BECAUSE *YOU* KNOW, DEEP DOWN, AND RIGHT NOW, THAT'S WHAT I AM: THE STUFF YOU KNOW DEEP DOWN.
THERE'S A DOZEN LITTLE PHYSICAL INDICATIONS THAT ADD UP TO HER BEING PREGGERS. ON SOME LEVEL YOU *KNEW* SHE WAS TRYING TO TELL YOU THAT THE OTHER DAY, AND YOU RAN TO AVOID DEALING WITH IT.
OH MY GOD. I...I THINK YOU'RE RIGHT...
OF COURSE I'M RIGHT.
AND WHEN HE'S BORN, HE'LL BE ONE OF US. ONE OF US.
WHY DO YOU KEEP *QUOTING* THAT?
BECAUSE OF THE MOVIE IT'S FROM. YOU REMEMBER, DON'T YOU?
"FREAKS."

JAMIE? YOU OKAY?
HOW'S THE OLD GUY YOU CAME HERE TO VISIT?
DIED, LAST NIGHT.
HIS NAME WAS NATHAN.
GENCY
MAYBE WE CAN NAME THE BABY "NATHAN."
I DON'T KNOW. I THINK OF "NATHAN" AND IT REMINDS ME OF--
WHAT?
YOU KNOW I'M PREGNANT?
WITH A BABY?
NO, GENIUS, WITH A SPERM WHALE.
AW GOD... YOU BIG DOOFUS.
HOW DID YOU FIGURE IT OUT?
I'M JAMIE. I KNOW STUFF.
YES.
BUT NOT THE RIGHT STUFF.


WE HAVE A LONG TALK, THEN, AS WE WALK BACK THROUGH THE SMASHED REMAINS OF MUTANT TOWN. WE TALK AS A TEAM FOR THE FIRST TIME IN A WHILE...
AND AS FRIENDS FOR THE FIRST TIME IN AN EVEN LONGER TIME. MAYBE EVER.
WE TALK ABOUT THE PAST...AND OUR FUTURE... AND HOW THE PAST HAS THIS FUNNY HABIT OF *BECOMING* THE FUTURE IF YOU'RE NOT CAREFUL...
...IF YOU FORGET.
WE TALK ABOUT WORKING FOR VAL AND FEAR WHAT WE WILL BECOME IF WE'RE ABSORBED INTO THE SYSTEM, PLUS THE STRONG-ARM TACTICS OF THE GOVERNMENT OF THE USA--UNITED STARK ARMY--RUB US THE WRONG WAY.
ULTIMATELY, IT'S THE GOVERNMENT THAT PUTS US INTO CAMPS. HOW ARE WE SUPPOSED TO PUT OUR FAITH IN THE ORGANIZATION THAT BETRAYS US?
AND SPEAKING OF CAMPS, IF WE'RE SPLIT UP, WELL...
I KEEP THINKING THAT IF, IN THE FUTURE, SOMEONE COMES TO DRAG MUTANTS AWAY TO CAMPS, THEY'LL DO IT ONE BY ONE. A LOT EASIER TO ACCOMPLISH IF WE'RE NO LONGER A GROUP.
LIKE BEN FRANKLIN SAID: IF WE DON'T HANG TOGETHER, THEN WE'LL HANG SEPARATELY.
WE DESERVE BETTER THAN THAT. OUR *BABY* DESERVES BETTER THAN TO BE TREATED LIKE...LIKE...

...LIKE A FREAK.
MADROX?
IT'S BEEN TWENTY-FOUR HOURS. LOOKING FOR A DECISION.
JAMIE?
ANYTHING, MS. COOPER?
NOT A DAMNED THING.
OKAY, PEOPLE. CHECK IT OUT.
STAY FROSTY. REMEMBER WHAT WE'RE DEALING WITH.
IT'S A "WHO," COLONEL. WE'RE DEALING WITH A "WHO," NOT A "WHAT." OKAY?
WAIT. COMPUTER'S ON.
OOOOOKAY
W
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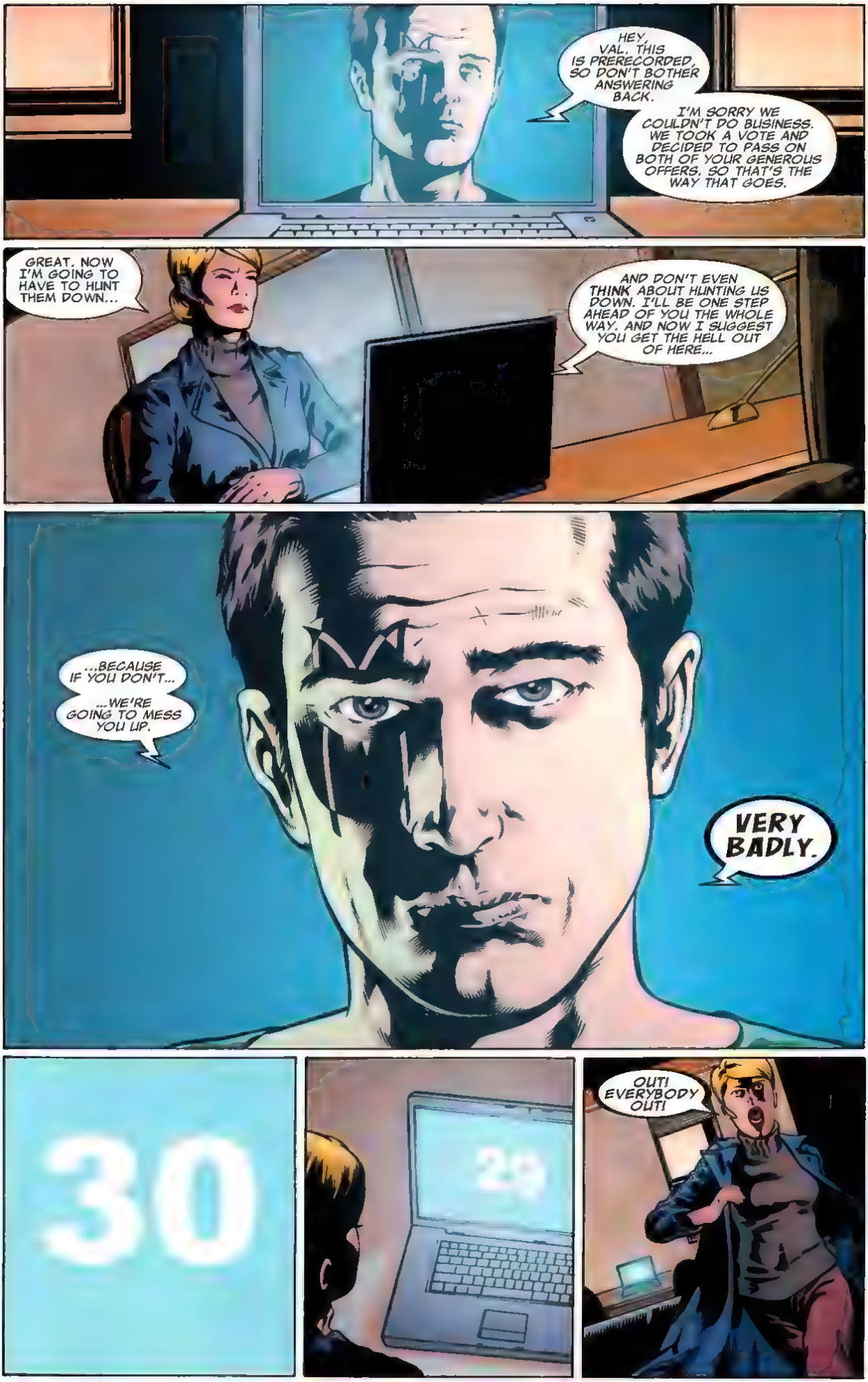
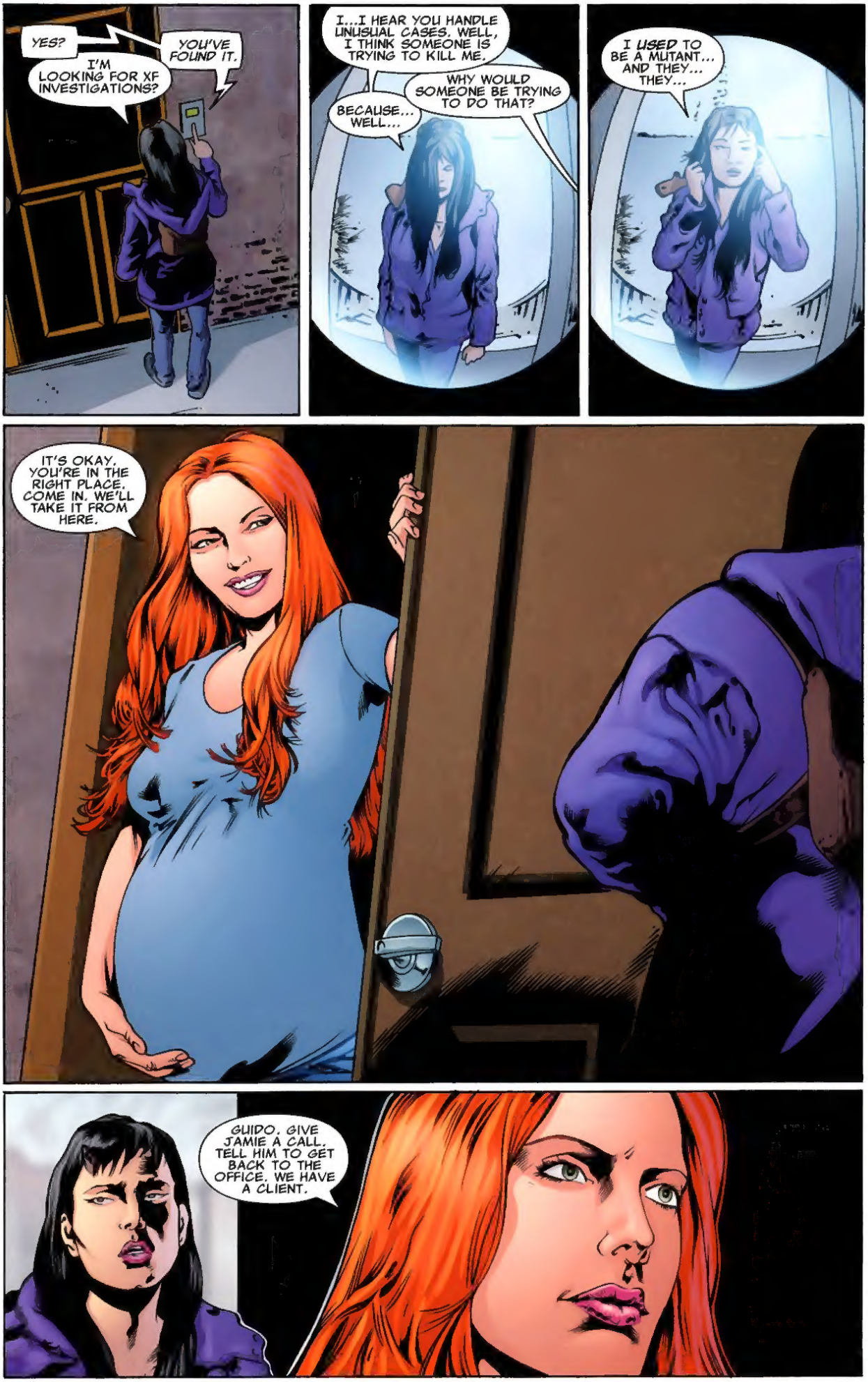
OPTION

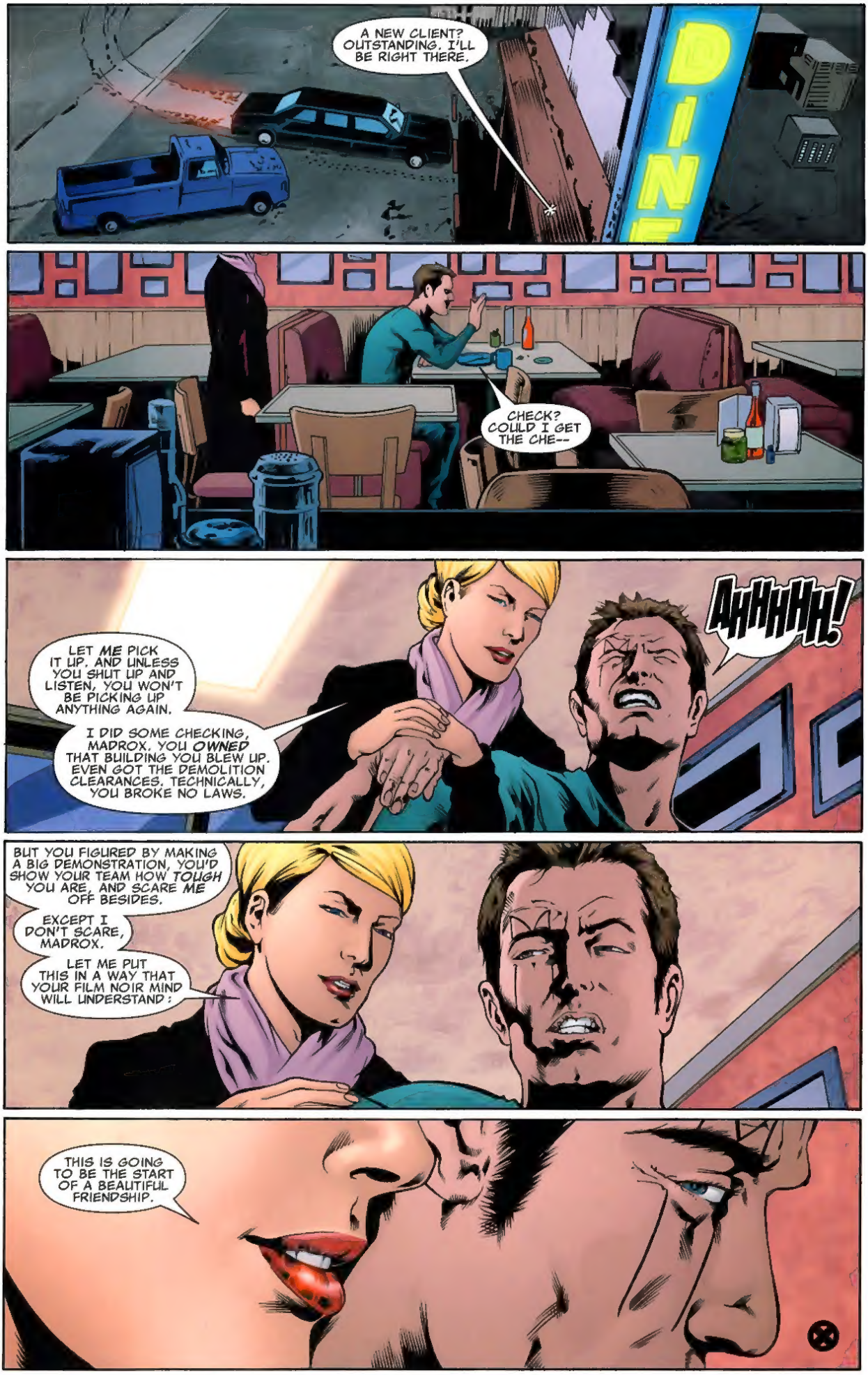

HEY, VAL. THIS IS PRERECORDED, SO DON'T BOTHER ANSWERING BACK.
I'M SORRY WE COULDN'T DO BUSINESS. WE TOOK A VOTE AND DECIDED TO PASS ON BOTH OF YOUR GENEROUS OFFERS, SO THAT'S THE WAY THAT GOES.
GREAT. NOW I'M GOING TO HAVE TO HUNT THEM DOWN...
AND DON'T EVEN THINK ABOUT HUNTING US DOWN. I'LL BE ONE STEP AHEAD OF YOU THE WHOLE WAY. AND NOW I SUGGEST YOU GET THE HELL OUT OF HERE...
...BECAUSE IF YOU DON'T...
...WE'RE GOING TO MESS YOU UP.
VERY BADLY.
30
29
OUT! EVERYBODY OUT!

"IS EVERYBODY CLEAR?!?"

"ALL CLEAR! MS. COOPER, WHAT THE HELL IS GOING ON?!"

DETROIT.
FIVE MONTHS LATER.


YES?
I'M LOOKING FOR XF INVESTIGATIONS?
YOU'VE FOUND IT.
I...I HEAR YOU HANDLE UNUSUAL CASES. WELL, I THINK SOMEONE IS TRYING TO KILL ME.
BECAUSE... WELL...
WHY WOULD SOMEONE BE TRYING TO DO THAT?
I USED TO BE A MUTANT... AND THEY... THEY...
IT'S OKAY. YOU'RE IN THE RIGHT PLACE. COME IN. WE'LL TAKE IT FROM HERE.
GUIDO. GIVE JAMIE A CALL. TELL HIM TO GET BACK TO THE OFFICE. WE HAVE A CLIENT.


A NEW CLIENT? OUTSTANDING. I'LL BE RIGHT THERE.
DINE
CHECK? COULD I GET THE CHE--
AHHHHH!
LET ME PICK IT UP. AND UNLESS YOU SHUT UP AND LISTEN, YOU WON'T BE PICKING UP ANYTHING AGAIN.
I DID SOME CHECKING, MADROX. YOU OWNED THAT BUILDING YOU BLEW UP. EVEN GOT THE DEMOLITION CLEARANCES. TECHNICALLY, YOU BROKE NO LAWS.
BUT YOU FIGURED BY MAKING A BIG DEMONSTRATION, YOU'D SHOW YOUR TEAM HOW TOUGH YOU ARE, AND SCARE ME OFF BESIDES.
EXCEPT I DON'T SCARE, MADROX.
LET ME PUT THIS IN A WAY THAT YOUR FILM NOIR MIND WILL UNDERSTAND:
THIS IS GOING TO BE THE START OF A BEAUTIFUL FRIENDSHIP.

ARCHANGEL RETURNS!
X-FORCE
#5
JULY
2008
MARVEL
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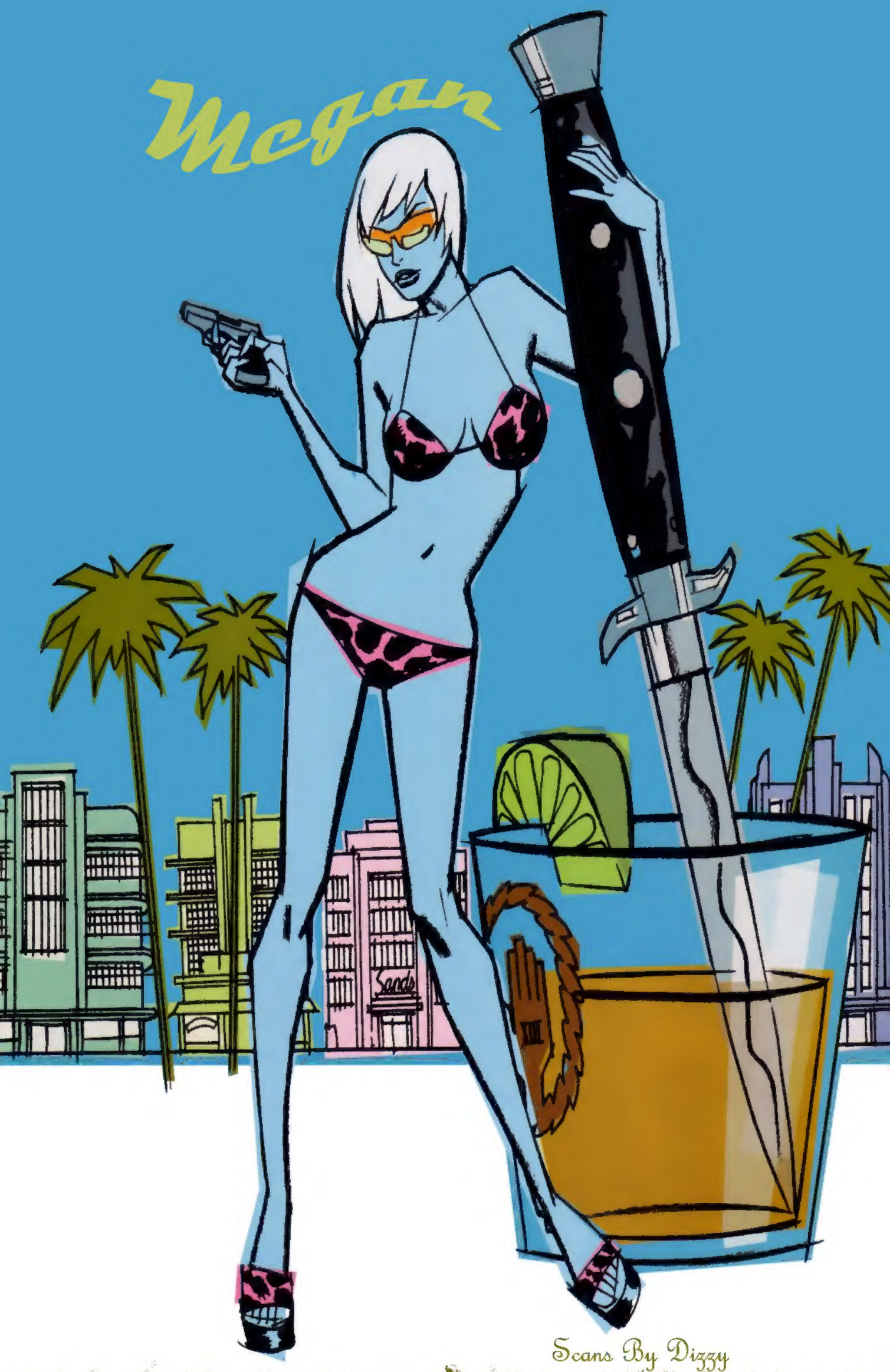

Scans By Dizzy

THE MINUTEMEN